



RECORDATION NO. 21761-F FILED

JUL 1 '05

12-46 PM

SURFACE TRANSPORTATION BOARD

July 1, 2005

Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

Re: WMATA 1998-TEN-R Trust

Dear Sir/Madam:

Enclosed for recordation pursuant to the provisions of Section 11301, title 49 of the United States Code are an original and copy of the following documents:

1. Short Form of Lease Supplement
2. Short Form of Sublease Supplement
3. Short Form of Supplement to Equipment Mortgage & Pledge Agreement
4. Short Form of Supplement to Loan and Security Agreement

Each document is dated as of July 1, 2005 and constitutes a secondary document as defined in the Board's Rules for the recordation of documents. For each document the connected primary document is recorded under filing number **21761**.

**Washington
Metropolitan Area
Transit Authority**

600 Fifth Street, NW
Washington, DC 20001
202/962-1234

By Metrorail:
Judiciary Square—Red Line
Gallery Place-Chinatown—
Red, Green and
Yellow Lines
By Metrobus:
Routes D1, D3, D6, P6,
70, 71, 80, X2

The names and addresses of the parties to the enclosed documents are:

Short Form of Lease Supplement

Lessor:

Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

Lessee:

WMATA-1998-TEN-R Trust
c/o Wilmington Trust Company

Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Short Form of Sublease Supplement

Sublessor:	WMATA-1998-TEN-R Trust c/o Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890
Sublessee:	Washington Metropolitan Area Transit Authority ("WMATA") 600 Fifth Street, N.W. Washington, D.C. 20001

Short Form of Supplement to Equipment
Mortgage and Pledge Agreement

Mortgagor:	Washington Metropolitan Area Transit Authority ("WMATA") 600 Fifth Street, N.W. Washington, D.C. 20001
Mortgagee:	WMATA-1998-TEN-R Trust c/o Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890

A description and number of the railcars covered by the above two documents is set forth on Exhibit A attached to each of the above-listed Short Form Agreements.

Short Form of Supplement to Loan and
Security Agreement

Assignor:	WMATA-1998-TEN-R Trust c/o Wilmington Trust Company Rodney Square North
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1100 North Market Street
Wilmington, Delaware 19890

Assignee: AIG-FP Funding (Cayman) Limited
c/o Maples & Calder
P.O. Box 309
Ugland House
South Church Street
Grand Cayman, Cayman Islands
British West Indies

Please cross-reference the Supplement to Loan and Security Agreement under the names Washington Metropolitan Area Transit Authority and WMATA-1998-TEN-R Trust.

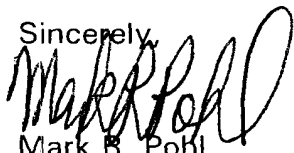
Under 49 C.F.R. § 1002.2(e)(1) of the Board's regulations, state and local government agencies are not required to pay filing fees. Please be advised that the filer herein, the Washington Metropolitan Area Transit Authority, is an interstate compact agency and instrumentality of the State of Maryland, Commonwealth of Virginia, and District of Columbia created with the consent of the United States Congress in Public Law 89-774, 80 Stat. 1324 (1966). As such, WMATA claims exemption from the filing fees for these documents.

Please stamp and return the original documents to:

Mark R. Pohl
Associate General Counsel
WMATA
600 Fifth Street, N.W.
Washington, D.C. 20001.

Please be advised that Mark R. Pohl is the in-house counsel for WMATA charged with representing WMATA in this matter. Should you have any questions, please feel free to contact me on (202) 962-2541.

Sincerely,



Mark R. Pohl
Associate General Counsel

Enclosures as stated

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

Mark R. Pohl, Esq.
WMATA
600 Fifth Street, NW
Washington, DC 20001

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SURFACE TRANSPORTATION BOARD

**SHORT FORM OF SUPPLEMENT TO EQUIPMENT MORTGAGE AND PLEDGE
AGREEMENT**

This Short Form of Supplement to Equipment Mortgage and Pledge Agreement is made and dated as of the 1st day of July, 2005, by and among, WASHINGTON METROPOLITAN AREA AUTHORITY, a body corporate and politic created and existing under and by virtue of an interstate compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia and having an address at 600 Fifth Street, NW, Washington, DC 20001 (the "**Mortgagor**") and WMATA 1998-TEN-R Trust, a Delaware statutory business trust (the "**Mortgagee**") having an address in care of Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890-0001 :

- A. The Mortgagor has pledged those certain Railway Cars described in Exhibit A attached hereto and incorporated herein by reference (the "**Railway Cars**"), which are in addition to those cars previously pledged to Mortgagee and on file with the U.S. Surface Transportation Board.
- B. The Mortgagor desires to grant a security interest and lien as described below to Mortgagee, and Mortgagee desires to obtain such security interest and lien, on the terms and conditions set forth in that certain Equipment Mortgage and Pledge Agreement, dated as of October 29, 1998 (the "**Equipment Mortgage and Pledge Agreement**"), which by this reference is incorporated herein and made a part hereof as if set forth at length.
- C. The Mortgagor and Mortgagee desire to record this Short Form of Supplement to Equipment Mortgage and Pledge Agreement in order to give constructive notice with the U.S. Surface Transportation Board of Mortgagee's security interest in the Railway Cars.

In consideration of the foregoing recitals, and for other good and allowable consideration, the receipt and sufficiency of which are hereby acknowledged, the Mortgagor and Mortgagee agree as follows:

1. **Property Subject to Equipment Mortgagee and Pledge Agreement:**
Mortgagor hereby grants a security interest in and lien upon the following: (a) the Railway Cars shown on Exhibit A; (b) all rights, claims and causes of action, if any, that the Mortgagor may have against any Person in respect of the foregoing;

Short Form of Supplement to Equipment Mortgage and Pledge Agreement (1998 TEN-R Trust)

and (c) all proceeds of any of the foregoing for the term and on the covenants and conditions set forth in the Equipment Mortgage and Pledge Agreement, which Equipment Mortgage and Pledge Agreement is by this reference incorporated herein and made as if set forth herein at-length.

2. **Conflict With Equipment Mortgage and Pledge Agreement.** In the event of any conflict between this Short Form of Supplement to Equipment Mortgage and Pledge Agreement and the Equipment Mortgage and Pledge Agreement or the Supplement to the Equipment Mortgage and Pledge Agreement, the terms, covenants and conditions of the Equipment Mortgage and Pledge Agreement and/or the Supplement to the Equipment Mortgage and Pledge Agreement shall control.
3. **Conflict With Prior Security Interest Recorded With U.S. Surface Transportation Board.** The parties hereto expressly desire to create the security interest solely in the Additional Railway Cars and do not intend, and this Short Form of Supplement to Equipment Mortgage and Pledge Agreement shall not be interpreted, to impair that certain security interest created in the October 29, 1998 Equipment Mortgage and Pledge Agreement.
4. **Counterparts.** This Short Form of Supplement to Equipment Mortgage and Pledge Agreement may be executed in one or more counterparts but there shall only be one original. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached to the same instrument, which shall be the original of this Short Form of Supplement to Equipment Mortgage and Pledge Agreement.

IN WITNESS WHEREOF, the Mortgagor and Mortgagee have executed this Short Form of Supplement to Equipment Mortgage and Pledge Agreement as of the date first above written.

Mortgagor:

WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY

Harold M. Barrett
Witness

By: Peter Benjamin
Name: Peter Benjamin
Title: Chief Financial Officer

Mortgagee:

WMATA 1998-TEN-R TRUST, by and through
Wilmington Trust Company, not in its individual
capacity, but solely as Trustee

Witness

By: _____
Name: _____
Title: _____

Witness

By: _____
Name: _____
Title: _____

ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3

I, Harold M. Bartlett, certify that I am Acting Secretary of Washington Metropolitan Area Transit Authority ("WMATA"), a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia, that the seal affixed to the foregoing instrument is the seal of WMATA, that the instrument was signed and sealed on behalf of WMATA by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of WMATA. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on July 1, 2005

Harold M. Bartlett

Name: Harold M. Bartlett

Title: Acting Secretary

IN WITNESS WHEREOF, the Mortgagor and Mortgagee have executed this Short Form of Supplement to Equipment Mortgage and Pledge Agreement as of the date first above written.

Mortgagor:

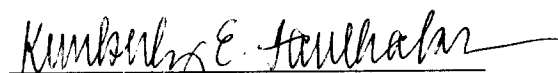
WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY

Witness

By: _____
Name: _____
Title: _____

Mortgagee:

WMATA 1998-TEN-R TRUST, by and through
Wilmington Trust Company, not in its individual
capacity, but solely as Trustee

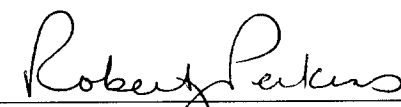


Witness **Kimberly E. Faulhaber**

By: 
Name: **Tira L. Johnson**
Title: **Financial Services Officer**



Witness **Monica M. Henry**

By: 
Name: **Robert J. Perkins**
Title: **Financial Services Officer**

ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3

I, Tira L. Johnson, certify that I am Financial Services Officer
of Wilmington Trust Company, the Trustee of WMATA 1998-TEN-R trust, a
Delaware statutory business that the foregoing instrument was signed and sealed
on behalf of the Trust by authority of its Trustee, and that I acknowledge that the
execution of the foregoing instrument was the free act and deed of the Trust. I
further declare under penalty of perjury that the foregoing is true and correct.

Executed on 6/27, 2005.



Tira L. Johnson
Financial Services Officer

EXHIBIT A

Items of Equipment

**Serial Numbers
(per married pair)**

**Equipment Value
(per married pair)**

1024 & 1025

\$3,404,000.00